

RECORDATION NO. 23914 FILED

MAR 26 '02 3-47 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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WASHINGTON, D.C.  
20006-2973  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 26, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: EI-Mo II Trust No. 2002-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated March 27, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19890
Lessee:	EI-Mo Leasing II Corporation 9301 West 55 <sup>th</sup> Street La Grange, Illinois 60525

A description of the railroad equipment covered by the enclosed document is:

49 SD70M locomotives UP 4535, UP 4536, UP 4710 through UP 4755 and UP 4757.

Mr. Vernon A. Williams  
March 26, 2002  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

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SURFACE TRANSPORTATION BOARD

**EL-MO II TRUST No. 2002-A**

**MEMORANDUM OF LEASE AGREEMENT**

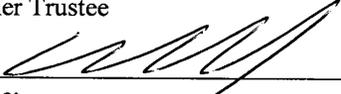
Memorandum of Lease Agreement made and entered into on March 27, 2002 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, a Delaware corporation ("*Lessee*").

**WITNESSETH**

The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated March 27, 2002, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
Owner Trustee

By   
Name: **W. Chris Sponenberg**  
Title: **Vice President**

Executed on this 20 day of March 2002.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_  
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of March 2002.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
Owner Trustee

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of March 2002.

EL-MO LEASING II CORPORATION

By  \_\_\_\_\_

Name: Keith McCanless

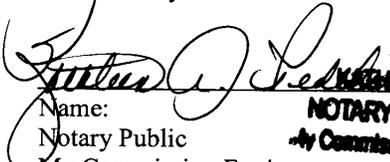
Title: Assistant Treasurer

Executed on this 20 day of March 2002.

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this, the 20<sup>th</sup> day of March 2002, before, a Notary Public in and for said County and State, personally appeared W. Chris Sponenberg, who being by me duly sworn, says that (s)he is the Vice President of Wilmington Trust Company, that said instrument was signed on March \_\_\_\_, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: KATHLEEN A. PEDELIN  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission Expires: Oct 31, 2007  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS:

On this, the \_\_\_\_ day of March 2002, before me, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation that said instrument was signed on March \_\_\_\_, 2002 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this, the \_\_\_\_\_ day of March 2002, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on March \_\_\_\_\_, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

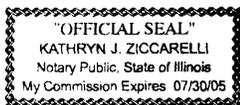
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS:

On this, the 20<sup>th</sup> day of March 2002, before me, a Notary Public in and for ~~said~~ <sup>DuPage</sup> County and State, personally appeared Keith McCannless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation that said instrument was signed on March 20, 2002 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathryn J. Ziccarelli  
Name: Kathryn J. Ziccarelli  
Notary Public  
My Commission Expires: 7/30/05  
Residing in DuPage County

[AmSouth]

**Exhibit A**

**Units**

**Equipment**

**Quantity**

General Motors Corporation  
(Electro-Motive Division) Model  
SD70M Diesel Electric Locomotives

49

**Road Numbers Prefix UP:**

4535, 4536, 4710, 4711, 4712, 4713, 4714, 4715,  
4716, 4717, 4718, 4719, 4720, 4721, 4722, 4723,  
4724, 4725, 4726, 4727, 4728, 4729, 4730, 4731,  
4732, 4733, 4734, 4735, 4736, 4737, 4738, 4739,  
4740, 4741, 4742, 4743, 4744, 4745, 4746, 4747,  
4748, 4749, 4750, 4751, 4752, 4753, 4754, 4755,  
4757